

RECORDATION NO. 20449-C FILED

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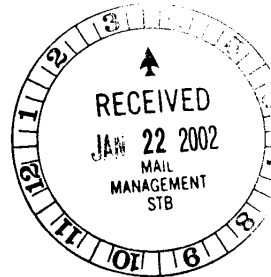
JAN 22 '02 4-04 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 22, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement Modification Agreement dated as of January 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 20449.

The names and addresses of the parties to the enclosed document are:

Lessor: Southern Illinois Railcar Company, L.L.C.
One Mark Twain Plaza
Edwardsville, Illinois 62025

Lessee: Bunge North America, Inc.
11720 Borman Drive
St. Louis, Missouri 63146

A description of the railroad equipment covered by the enclosed document is:

Forty-seven (47) covered hopper railcars within the series AEX 6859 - AEX 6990 not inclusive (formerly SIRX 172231 - SIRX 520127 not inclusive) as set forth on Exhibit A attached to the Memorandum.

Mr. Vernon A. Williams
January 22, 2002
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A short summary of the document to appear in the index is:

Memorandum of Lease Agreement Modification Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 20449-C FILED

JAN 22 '02

4-04 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT

dated as of January 15, 2002

by and between

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.,
as Lessor

and

BUNGE NORTH AMERICA, INC.,
as Lessee

MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT (this "Agreement") is made as of this 15th day of January, 2002, by and between BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation (the "Lessee"), SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company (the "Lessor"), witnesseth:

Recitals

A. The Lessor, as successor lessor, leases certain covered hopper railcars described in Exhibit A attached hereto (the "Railcars") pursuant to a Lease Agreement (the "Lease Agreement") dated as of September 1, 1995 by and between Southern Illinois Railcar Company, as lessor and Lessee, as lessee (the "Lease").

B. The Memorandum of Lease was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303(a) under the Recordation No. 20449 (the "Memorandum").

C. Two (2) of the Railcars were removed from the Lease pursuant to Section 16 of the Lease. One (1) of the Railcars was withdrawn from the Lease pursuant to Section 10 of the Lease.

D. The Lessee changed its name from Bunge Corporation to Bunge North America, Inc. and re-numbered the remaining Railcars.

E. The Lessor and the Lessee desire to amend certain provisions of the Memorandum.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The facts set forth above are true and accurate in each respect.
2. Exhibit A to the Memorandum is hereby deleted in its entirety and Exhibit A attached hereto and made a part hereof is inserted in lieu thereof.
3. The term "this Memorandum" as used in the Memorandum shall mean the Memorandum as modified herein unless the context clearly indicates or dictates a contrary meaning.
4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Agreement to be executed as of the date first above written.

WITNESS: SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.,
as Lessor

By: _____ (SEAL)
Name:
Title:

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation),
as Lessee

Phyllis Stroehle

By: *Darrell R. Wallace* (SEAL)
Name: DARRELL R. WALLACE
Title: VICE PRESIDENT

STATE OF ILLINOIS, CITY/COUNTY OF _____, TO WIT:

On this ____ day of January, 2002, before me, a Notary Public of the City/County and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is a _____ of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the _____ of its _____, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF MISSOURI, COUNTY OF ST. LOUIS, TO WIT:

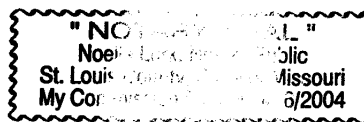
On this 15th day of January, 2002, before me, a Notary Public of the City and State aforesaid, personally appeared Darrell R. Wallace, to me personally known, who being by me duly sworn, says that he is a Vice President of Bunge North America, Inc., a New York corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Noelle Luik

Notary Public

My Commission Expires: April 16, 2004



IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Agreement to be executed as of the date first above written.

WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.,
as Lessor



By:  (SEAL)

Name: Fred L. Parsons

Title: Manager

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation),
as Lessee

By: _____ (SEAL)

Name:

Title:

STATE OF ILLINOIS, CITY/COUNTY OF Madison, TO WIT:

On this 17th day of January, 2002 before me, a Notary Public of the City/County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that s/he is a Manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Signature of its Manager, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Notary Public

My Commission Expires: 10/17/05



Exhibit A

DESCRIPTION OF RAILCARS

Forty-Seven (47) covered hopper railcars bearing the following reporting marks and numbers leased by the Lessor to the Lessee:

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6859	SIRX	172231	7/13/01
AEX	6860	SIRX	172372	7/13/01
AEX	6861	SIRX	172451	5/31/00
AEX	6862	SIRX	172689	7/3/00
AEX	6863	SIRX	172769	10/9/00
AEX	6864	SIRX	172770	5/25/00
AEX	6865	SIRX	172771	9/11/00
AEX	6866	SIRX	172772	4/14/00
AEX	6867	SIRX	172774	6/21/00
AEX	6868	SIRX	172779	5/12/00
AEX	6869	SIRX	172786	3/15/01
AEX	6870	SIRX	172787	9/8/00
AEX	6871	SIRX	172790	7/6/01
AEX	6872	SIRX	172791	7/14/00
AEX	6873	SIRX	172793	6/15/00
AEX	6874	SIRX	172794	8/23/00
AEX	6875	SIRX	172795	7/11/00
AEX	6876	SIRX	172796	6/26/00
AEX	6877	SIRX	172797	7/7/00
AEX	6878	SIRX	172799	6/26/00
AEX	6962	SIRX	520098	5/10/01
AEX	6963	SIRX	520099	7/18/00
AEX	6964	SIRX	520101	7/27/00
AEX	6965	SIRX	520102	6/13/00
AEX	6966	SIRX	520103	5/10/01
AEX	6967	SIRX	520104	4/2/01
AEX	6968	SIRX	520105	6/4/01
AEX	6969	SIRX	520106	4/30/01
AEX	6970	SIRX	520107	6/13/01
AEX	6971	SIRX	520108	4/26/00
AEX	6973	SIRX	520110	4/14/00
AEX	6975	SIRX	520112	4/10/01
AEX	6976	SIRX	520113	8/23/00
AEX	6977	SIRX	520114	6/26/00

New Car Numbers:Old Car Numbers:Date Restenciled:

AEX	6978	SIRX	520115	3/1/00
AEX	6979	SIRX	520116	8/23/00
AEX	6980	SIRX	520117	8/1/01
AEX	6981	SIRX	520118	7/5/01
AEX	6982	SIRX	520119	4/14/00
AEX	6983	SIRX	520120	2/8/01
AEX	6984	SIRX	520121	7/31/00
AEX	6985	SIRX	520122	7/14/00
AEX	6986	SIRX	520123	2/7/01
AEX	6987	SIRX	520124	4/17/01
AEX	6988	SIRX	520125	6/9/00
AEX	6989	SIRX	520126	10/25/01
AEX	6990	SIRX	520127	10/23/01